

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC COMPANY,
Debtors.**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)
Chapter 11 Lead Case) (Jointly Administered)

**DECLARATION OF NORA MEAD
BROWNELL IN SUPPORT OF THE MOTION
PURSUANT TO 11 U.S.C. § 363
AUTHORIZING DEBTORS TO PAY THE
FEES AND EXPENSES OF SIMPSON
THACHER & BARTLETT LLP AS COUNSEL
TO THE INDEPENDENT DIRECTORS OF
PG&E CORP. (AS MODIFIED AS DESCRIBED
IN THE SUPPLEMENTAL STB
DECLARATION OF MICHAEL H. TORKIN,
DATED MAY 1, 2019)¹**

Re: Dkt. No. 1182
Date: May 9, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court,
Courtroom 17, 16th Floor
San Francisco, CA 94102
Objection Deadline: May 2, 2019, at 4:00 p.m.
(Pacific Time)

¹ As described in the Supplemental Declaration of Michael H. Torkin, Simpson Thacher & Bartlett LLP is seeking authorization pursuant to 11 U.S.C. § 327(e) for the Board Representation (as defined therein) and pursuant to 11 U.S.C. § 363 for the Independent Director Representation (as defined therein).

Pursuant to 28 U.S.C. § 1746, I, Nora Mead Brownell, hereby submit this declaration (the “**Brownell Declaration**”) under penalty of perjury:

I am a duly-appointed director of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), the debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) and am Chair of the Board of Directors of PG&E Corp. I submit this Declaration in support of the above-captioned debtors’ (the “**Debtors**”) *Motion Pursuant to 11 U.S.C. § 363 Authorizing Debtors to Pay the Fees and Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent Directors of PG&E Corp.* (as modified as described in the Supplemental Declaration of Michael H. Torkin, dated May 1, 2019, the “**Motion**”) ². The Motion, as modified, seeks authorization to pay the reasonable fees and expenses of Simpson Thacher as counsel to the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company, as the Board may be constituted from time to time, and as counsel to the members of the Board from time to time in their capacities as members of the Board under section 327(e) of the Bankruptcy Code.³ Except as otherwise noted, I have personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Board and the Board’s advisors.

SPECIFIC DISCLOSURES

The Board seeks to retain Simpson Thacher for services, including (i) matters related to corporate governance, and (ii) other related matters.

The Board determined to retain Simpson Thacher because Simpson Thacher had been representing the Independent Directors on a range of matters for more than a year before the Petition Date, including regulatory, litigation, and shareholder-related issues. The Board now seeks to retain Simpson Thacher as counsel to the newly-constituted Board because of Simpson Thacher’s familiarity with the Debtors, expertise in representing the boards of public companies and general

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

³ The Motion as modified also seeks authorization to pay the reasonable fees and expenses of Simpson Thacher as counsel to certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Filing Date (each an “**Independent Director**” and collectively, the “**Independent Directors**”).

1 corporate expertise.

2 In selecting Simpson Thacher, the Board reviewed Simpson Thacher's hourly rates, and
3 determined they are comparable to the rates of outside law firms with whom the members of the
4 Board have had prior experience. In light of this comparison, the Board has determined that Simpson
5 Thacher's current hourly rates are reasonable. Simpson Thacher has also informed the Board that its
6 current hourly rates are Simpson Thacher's standard hourly rates for work of this nature.

7 I, along with the Debtors' General Counsel, am also responsible for reviewing the invoices
8 regularly submitted by Simpson Thacher, and can confirm that the rates Simpson Thacher described
9 in the Motion with respect to services for the Independent Directors are the same as the rates Simpson
10 Thacher will charge the Board, subject to periodic annual adjustments.

11 The services to the Board will be provided on the basis of specific assignments. Accordingly,
12 there is not a budget established at this point, but Simpson Thacher will be charging its customary
13 hourly rates. If the Board asks Simpson Thacher to perform any other transactionally-based
14 assignments related to a plan of reorganization, Simpson Thacher and the Board will develop a budget
15 at the appropriate time. In addition, if the Debtors ask Simpson Thacher to provide a monthly forecast
16 for services to be provided to the Board, it is my understanding that Simpson Thacher will do so. In
17 accordance with the U.S. Trustee Guidelines, any budget or forecast that is provided may be amended
18 as necessary to reflect changed expectations or unanticipated developments.

19 The Board further recognizes that it is its responsibility to closely monitor the billing practices
20 of its counsel to ensure the fees and expenses paid by the estates remain consistent with the Board's
21 expectations and the exigencies of these Chapter 11 Cases. The Board will continue to review the
22 invoices that Simpson Thacher regularly submits.

23 [Signature page on next page]
24
25
26
27
28

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: May 1, 2019

Respectfully submitted

By: /s/ *Nora Mead Brownell*

Name: Nora Mead Brownell

Title: Chair of the Board, PG&E Corporation and
Director, Pacific Gas and Electric Company